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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
)

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**DEBTORS' EXHIBIT LIST FOR HEARING  
ON DEBTORS' KEIP/KERP MOTION**

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
1	Mercer Analysis of the KEIP and the KERP, <b>filed as Exhibit 1 to the Declaration of John Dempsey in Support of Debtors' Motion for an Order Pursuant to Sections 105(a), 363(b)(1) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) a Key Employee Retention Plan for Certain Non-Insiders and (B) a Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses ("KEIP/KERP Motion") [Dkt. No. 812]</b>
2	Spreadsheet containing the following information for employees: (1) 2012 Base, (2) Estimated Incentive (AIP & Equity), (3) Deferred Payments, (4) Deferred Payment Due Date, (5) Grant Year, (6) KEIP/KERP Amount, and (7) Job Rationale, <b>filed as Exhibit 1 to Supplemental Declaration of Anne Janiczek in Further Support of the KEIP/KERP Motion [Dkt. No. 1005]</b>
3	Sample Business Continuity Incentive Program ("BCIP") letter, <b>filed as Exhibit 1 to the Declaration of John E. Mack in Support of the KEIP/KERP Motion [Dkt. No. 1005]</b>

Dated: August 7, 2012  
New York, New York

/s/ Gary S. Lee  
Gary S. Lee  
Jamie A. Levitt  
Lorenzo Marinuzzi  
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